

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

September 19, 1989

RECORDATION NO. 7293 FILED 1425 C
SEP 20 1989 -11 15 AM
INTERSTATE COMMERCE COMMISSION

9-263A000

AIRBORNE EXPRESS

Hon. Noreta R. McGee
Secretary
Interstate Commerce Commission
17th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RE: Union Pacific Equipment Trust
Trust No. 1 of 1974; Agreement
dated as of January 1, 1974

Dear Ms. McGee:

Enclosed please find an original and one counterpart of the document described below, which are to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale and Declaration of Payment, dated as of September 11, 1989, by Citibank, N. A., as Trustee under the above-captioned Agreement, consenting that the record of its title to the equipment covered by such Agreement be cancelled and discharged. The Agreement is recorded under Recordation No. 7293.

I enclosed a fee of \$13. Please return to me one stamped counterpart of the Bill of Sale and Declaration of Payment and any additional counterparts which you do not need for recordation. Kindly acknowledge your receipt of this letter and its enclosures by stamping and returning to me the extra copy of this letter which I have enclosed. A postage paid, addressed envelope is enclosed for your convenience.

Very truly yours,

JEJ:ccm

Enclosures

cc: Edwin A. Willis
Robert E. Bartos

Interstate Commerce Commission
Washington, D.C. 20423

9/21/89

OFFICE OF THE SECRETARY

Jack E. Jerrett
Union Pacific Corporation
Martin Tower Eighth & Eaton Ave.
Bethlehem, PA. 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/20/89 at 11:15am and assigned recordation number(s). 7293-C & 7484-E

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

BILL OF SALE
AND
DECLARATION OF PAYMENT

RECORDATION NO. 7293-C FILED 1425
SEP 20 1989 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that

WHEREAS, Union Pacific Railroad Company, a Utah corporation (the "Company"), and Citibank, N.A., a national banking association incorporated and existing under the laws of the United States of America, as Trustee (the "Trustee"), have entered into an Equipment Trust Agreement, dated as of January 1, 1974, which was filed and recorded pursuant to 49 U.S.C. §11303 (formerly Section 20c of the Interstate Commerce Act) on January 7, 1974 and assigned Recordation No. 7293; a First Supplemental Agreement, dated as of March 1, 1979, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on April 13, 1979 and assigned Recordation No. 7293-A; and a Second Supplemental Agreement, dated as of April 30, 1982, amending such Equipment Trust Agreement, which was filed and recorded pursuant to Section 11303 on June 11, 1982 and assigned Recordation No. 7293-B (the Equipment Trust Agreement, as amended by such Supplemental Agreements, being hereinafter referred to as the "Agreement") covering the construction and transfer of the units of railroad equipment (the "Equipment") described in Schedule A hereto and, pursuant to the Agreement, the Trustee has issued \$15,000,000 aggregate principal amount of Union Pacific Equipment Trust No. 1 of 1974 Equipment Trust Certificates; and

WHEREAS, on January 3, 1989, the Company made the final payment due under the Agreement; and

WHEREAS, the Company has paid the Trustee the full aggregate purchase price for all the Equipment, together with interest, and any and all other payments as provided in the Agreement, and the Company represents and warrants that it has performed all the covenants and conditions contained in the Agreement;

NOW, THEREFORE, the Trustee does hereby declare and acknowledge that to the best of its knowledge and belief and based on the foregoing, all the terms and conditions stipulated in the Agreement have been fully performed and that all monies payable thereunder have been fully paid.

WHEREUPON, the Trustee does hereby grant, bargain, sell and convey unto the Company, without recourse in any event, in any contingency or for any cause, the Equipment free and clear of all liens and encumbrances created in or retained by it under the Agreement, it being understood that the Trustee makes no other covenants of title, representations or warranties, expressed or implied, in law or in equity, with respect to any other liens or with respect to any other matters relating to the Equipment, including without limitation the existence of such Equipment, that the Equipment has not been previously leased under the Agreement or that the Equipment has not suffered a Casualty Occurrence (as defined in the Agreement).

TO HAVE AND TO HOLD all and singular the Equipment unto the Company, its successors and assigns forever.

IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed under its corporate seal by its officers thereunto duly authorized this 11th day of SEPTEMBER, 1989.

CITIBANK, N.A.,
As Trustee

By: [Signature]

VICE PRESIDENT

Attest:

[Signature]

TRUST OFFICER

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 11th day of SEPTEMBER, 1989, before me personally appeared P. DEFELICE, to me personally known, who being by me duly sworn, said that he is a VICE PRESIDENT of Citibank, N.A., the seal affixed to the foregoing instrument is the corporate seal of such corporation and the instrument was signed and sealed on behalf of the corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the corporation.

[Signature]
Notary Public

ENZO L. CARBOCCI
Notary Public, State of New York
No. 43-5605593
Qualified in Richmond County
Certificate Filed in New York County
Term Expires March 30, 1990

UNION PACIFIC EQUIPMENT TRUST NO. 1 OF 1974
DATED JANUARY 1, 1974
DESCRIPTION OF EQUIPMENT AS OF AUGUST 1, 1989

CABOOSE (6)

UP025839 - UP025844 Inclusive

FLAT CARS (5)

UP050052 - UP050056

COVERED HOPPER CARS

UP073600 - UP073603 Inclusive
UP073605 - UP073607 Inclusive
UP073609 - UP073614 Inclusive
UP073616
UP073618
UP073620 - UP073621 Inclusive
UP073623 - UP073625 Inclusive
UP073627 - UP073633 Inclusive
UP073635 - UP073643 Inclusive
UP073645
UP073647 - UP073648 Inclusive
UP073650 - UP073657 Inclusive
UP073659 - UP073664 Inclusive
UP073666 - UP073671 Inclusive
UP073673 - UP073678 Inclusive
UP073680 - UP073686 Inclusive
UP073689 - UP073693 Inclusive
UP073696 - UP073697 Inclusive
UP073699 - UP073701 Inclusive
UP073704 - UP073726 Inclusive
UP073728 - UP073736 Inclusive
UP073738 - UP073743 Inclusive
UP073745
UP073748 - UP073752 Inclusive
UP073754 - UP073760 Inclusive
UP073762 - UP073767 Inclusive
UP073769 - UP073770 Inclusive
UP073772 - UP073774 Inclusive
UP073776
UP073778 - UP073780 Inclusive
UP073782 - UP073824 Inclusive
UP073827 - UP073849 Inclusive
UP078972 - UP078976 Inclusive
UP078978
UP078980

UNION PACIFIC EQUIPMENT TRUST NO. 1 OF 1974
DATED JANUARY 1, 1974
DESCRIPTION OF EQUIPMENT AS OF AUGUST 1, 1989
Page 2

40 FT. BOX CARS

UP127117 and UP127146

50 FT. AND LONGER BOX CARS

UP171152 - UP171153 Inclusive
UP171160
UP171162 - UP171163 Inclusive
UP171166

NON-MECHANICAL REFRIGERATOR CARS

UP450550 - UP450559 Inclusive
UP450561 - UP450565 Inclusive
UP450567
UP450570 - UP450571 Inclusive
UP450573 - UP450576 Inclusive
UP450578 - UP450590 Inclusive
UP450592 - UP450593 Inclusive
UP450595 - UP450598 Inclusive
UP450600 - UP450616 Inclusive
UP450618 - UP450626 Inclusive
UP450632 - UP450634 Inclusive
UP450636 - UP450640 Inclusive
UP450642
UP450644 - UP450651 Inclusive
UP450654 - UP450664 Inclusive
UP450666 - UP450670 Inclusive
UP450672 - UP450704 Inclusive
UP450708 - UP450720 Inclusive
UP450723
UP450725 - UP450745 Inclusive
UP450747 - UP450753 Inclusive
UP450755 - UP450759 Inclusive
UP450761 - UP450772 Inclusive
UP450774 - UP450775 Inclusive
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UP450804 - UP450806 Inclusive
UP450809 - UP450811 Inclusive
UP450813 - UP450820 Inclusive
UP450822 - UP450824 Inclusive
UP450826 - UP450828 Inclusive
UP450830 - UP450833 Inclusive
UP450835 - UP450836 Inclusive
UP450838 - UP450840 Inclusive
UP450842 - UP450847 Inclusive
UP450849